

EXHIBIT C-1

Mark Madoff Creditor Claim No. 100328

MADC1319_00000086
MADC1319 Second Amended 00000112

5. (If appropriate,) This claim is founded on an open account, which became (or will become) due on _____, as shown by the itemized statement attached hereto. Unless it is attached hereto or its absence is explained in an attached statement, no note or other negotiable instrument has been received for the account or any part of it.

PROOF OF CLAIM)
) CLAIM NUMBER

6. No judgment has been rendered on the claim except:

7. The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8. This claim is not subject to any set-off or counterclaim except:

9. No security interest is held for this claim except:

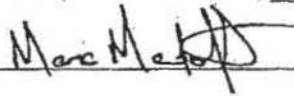
(If security interest in property of the debtor is claimed) The undersigned claims the security interest under the writing referred to in paragraph 4 hereof. Evidence of perfection of such security interest is also attached hereto.

10. This claim is an unsecured claim, except to the extent that the security interest, if any, described in paragraph 9 is sufficient to satisfy the claim. **It is not entitled to priority unless the reason for priority and the amount claimed as priority is set forth below.**

\$10,950 is an allowed unsecured claim entitled to priority under 11 U.S.C. § 507(a)(4)(A).

11. If claimant has obtained this claim by assignment, a copy or explanation of said assignment is attached hereto.

Name of Creditor (PRINT OR TYPE) Mark Madoff

Signature: 

Title (Corporate Officer, Partner, or Agent): Employee/director

**IT IS A VIOLATION OF FEDERAL LAW TO FILE A FRAUDULENT CLAIM. CONVICTION
CAN RESULT IN A FINE OF NOT MORE THAN \$50,000 OR IMPRISONMENT FOR NOT
MORE THAN 5 YEARS OR BOTH.**

**ATTACHMENT TO PROOF OF CLAIM OF
MARK MADOFF**

1. On December 15, 2008 (the "Filing Date"), the Honorable Louis L. Stanton, United States District Court Judge for the Southern District of New York, entered the Order Commencing Liquidation (the "Liquidation Order") with respect to Bernard L. Madoff Investment Securities, LLC ("BLMIS" or the "Debtor") pursuant to the provisions of the Securities Investor Protection Act of 1970, 15 U.S.C. § 78aaa *et seq.*, as amended ("SIPA"). Pursuant to the Liquidation Order, the BLMIS proceeding (the "SIPA Proceeding") was removed to the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") in the case captioned *Securities Investment Protection Corporation v. Bernard L. Madoff Investment Securities, LLC*, Adv. Proc. No. 08-01789 (SIPA) (Bankr. S.D.N.Y. 2008).

2. On December 23, 2008, the Bankruptcy Court entered the Order *Approving Form and Manner of Publication and Mailing of Notices; Specifying Procedures for Filing, Determination, and Adjudication of Claims; and Providing Other Relief* (the "SIPA Bar Date Order") which, *inter alia*, established July 2, 2009, as the deadline (the "SIPA Bar Date") by which all creditors of BLMIS must file proofs of claim in the Debtor's SIPA Proceeding.

3. On June 9, 2009, the Honorable Burton R. Lifland, United States Bankruptcy Court Judge for the Southern District of New York, entered the *Consent Order Substantively Consolidating the Estate of Bernard L. Madoff into the SIPA Proceeding of Bernard L. Madoff Investment Securities LLC and Expressly Preserving All Rights, Claims and Powers of Both Estates* (the "Consolidation Consent Order"). Pursuant to the

Consolidation Consent Order, Bernard L. Madoff's Chapter 7 Case, No. 09-11893 (BRL) (the "Madoff Chapter 7 Case"), was substantively consolidated with the SIPA Proceeding.

4. This Proof of Claim is accordingly filed by and on behalf of Mark Madoff (the "Claimant") for monies owing to him by BLMIS for services performed by the Claimant as a director in the proprietary trading and market making businesses of BLMIS and for Claimant's claims for fraudulent inducement against the Debtor concerning Claimant's investment in Madoff Securities International Ltd.

5. This amount constitutes (1) the balance of Claimant's Deferred Compensation Account which was maintained at BLMIS (Account No. 1-M0009-3) ("Deferred Compensation Account") (\$44,815,520; most recent available statement attached as Exhibit A); (2) Claimant's salary payment for December 1, 2008 through December 11, 2008 (\$33,201.06; 2008 W-2 tax statement attached as Exhibit B); (3) Claimant's 2007 bonus (\$2,000,000); (4) Claimant's 2008 bonus (\$2,000,000); and (4) Claimant's investment in Madoff Securities International Ltd. (\$5,000,000).

6. Reference is made to the *Madoff General Claim Form* to which this attachment is made (the "Madoff General Claim Form"). As set forth therein, as of the filing of this Proof of Claim, BLMIS was, and still is, indebted and/or liable to the Claimant for cash in an amount of no less than \$53,848,721.06 arising from BLMIS's obligation to pay the Claimant the amounts accrued in Claimant's Deferred Compensation Account, as well as Claimant's December 2008 salary, 2007 and 2008 bonuses, and Claimant's investment in Madoff Securities International Ltd.

7. In addition, Claimant hereby asserts a contingent claim in respect of the possible assertion of any avoidance cause of action (or any similar cause of action seeking

recovery of any transfers to Claimant) against Claimant and a claim, in an amount to be determined, based upon the avoidance of transfers to Claimant; provided, however, that Claimant's assertion of such claims shall not constitute an admission of any kind whatsoever by Claimant of the avoidability of any transfers made to Claimant or any wrongdoing on Claimant's part.

* * * * *

8. Claimant has filed this Proof of Claim under compulsion of the SIPA Bar Date Order and to protect Claimant from forfeiture of its claim against the Debtor by reason of the SIPA Bar Date. Claimant hereby expressly reserves the right to amend and/or supplement this Proof of Claim at any time and in any manner, including, without limitation to assert claims for interest, fees, penalties, charges, attorneys fees and expenses accrued before or after the Filing Date. Claimant further reserves the right to file additional proofs of claim or applications for allowance of administrative expenses or other priority status in this or any other proceeding arising from or related to the claims described herein, including for treatment as provided in section 503(b) of the Bankruptcy Code.

9. In executing and filing this Proof of Claim, Claimant does not waive any obligation owed to Claimant by BLMIS or any past, present or future breaches of agreements by BLMIS. Claimant further does not waive, and this Proof of Claim shall not be deemed or construed to waive, any claims or right to assert any claims, or preserve any remedies, Claimant has against BLMIS or its affiliates, whether arising from or related to transactions described herein or otherwise. Claimant believes such claims are substantial and reserves all of its rights and remedies in connection therewith. In particular, and without

limitation, Claimant reserves all of his rights with respect to all claims for fraudulent inducement against the Debtor concerning the Claimant's investment of \$5,000,000 in Madoff Securities International Ltd.

10. The filing of this Proof of Claim is not and shall not be deemed or construed as: (a) a waiver or release of Claimant's rights against any person, entity, or property; (b) a consent by Claimant to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving Claimant; (c) a waiver or release of Claimant's right to trial by jury in this Court or any other court in any proceeding as to any and all matters so triable herein, whether or not the same be designated legal or private rights or in any case, controversy, or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (d) a consent by Claimant to a jury trial in this Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy, or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (e) a waiver or release of Claimant's right to have any and all final orders in any and all non-core matters or proceedings entered only after *de novo* review by a United States District Court Judge; (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or other proceeding which may be commenced in this case against or otherwise involving Claimant; or (g) an election of remedies.

11. All notices regarding this Proof of Claim should be sent to: Mark Madoff, [REDACTED], with copies to Paul, Weiss,

Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York

10019-6064, Telephone: (212) 373-3000, Attention: Martin Flumenbaum.

THE FOREGOING CLAIM IS TRUE AND ACCURATE TO THE BEST OF MY
INFORMATION AND BELIEF.


Mark Madoff

Exhibit A

09-01503-brl Doc 113-14 Filed 05/04/12 Entered 05/04/12 19:41:05 Exhibit N
Pg 23 of 53

MADC1319_Second Amended_00000121

Exhibit B

09-01503-brl Doc 113-14 Filed 05/04/12 Entered 05/04/12 19:41:05 Exhibit N
Pg 25 of 53

COPY 1 To Be Filed with Employee's FEDERAL Tax Return Visit the IRS at www.irs.gov		COPY 2 To Be Filed with Employee's State, City or Local Income Tax Return		
1. Employer's name, address and ZIP code Bernard L. Madoff Investment Securities LLC 885 Third Avenue New York, NY 10022		1. Wages, tips and other compensation 992650 00		2. Federal income tax withheld 323783 43
3. Employee's name, address and ZIP code Mark Madoff [REDACTED]		3. Social security wages 102000 00		4. Social security tax withheld 6324 00
5. Employee's home address and ZIP code [REDACTED]		4. Corporate number [REDACTED]		5. Medicare wages and tips 1008150 00
6. Employee's home address and ZIP code [REDACTED]		7. Social security tax [REDACTED]		6. Medicare tax withheld 14818 18
8. Employee's home address and ZIP code [REDACTED]		8. Dependent care benefits 12a. Any reimbursements for less than 12 months 15500 00		8. Advance EIC payment [REDACTED]
9. Employee's home address and ZIP code [REDACTED]		11. Hospitalized place [REDACTED]		11. Other Health/Den 8350 00
10. State NY		12. Other Health/Den Med Spend 7500 00		12. Other Health/Den Med Spend 7500 00
13. State NY		13. State NY		13. State NY
14. State NY		14. State NY		14. State NY
15. State NY		15. State NY		15. State NY
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18. State NY		18. State NY		18. State NY
19. State NY		19. State NY		19. State NY
20. State NY		20. State NY		20. State NY

Form W-2 Wage and Tax Statement 2008 Department of the Treasury—Internal Revenue Service Safe, accurate, FAST! Use

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019-6064

TELEPHONE (212) 373-3000
FACSIMILE (212) 757-5990

LLOYD K. GARRISON (1946-1991)
RANDOLPH E. PAUL (1946-1995)
SIMON H. RIFKIND (1950-1995)
LOUIS S. WEISS (1927-1990)
JOHN F. WHARTON (1927-1977)

2001 K STREET, NW
WASHINGTON, DC 20006-1047
TELEPHONE (202) 223-7300
FACSIMILE (202) 223-7420

FUKOKU SEIMEI BUILDING
2-2 UCHISANWAICHO 2-CHOME
CHIYODA-KU, TOKYO 100-0051, JAPAN
TELEPHONE (81-3) 5597-6101
FACSIMILE (81-3) 5597-6120

UNIT 3601, FORTUNE PLAZA OFFICE TOWER A
NO. 7 DONG SANHUAN ZHONGLU
CHAO YANG DISTRICT
BEIJING 100020
PEOPLE'S REPUBLIC OF CHINA
TELEPHONE (86-10) 8828-0300
FACSIMILE (86-10) 8830-8070/8080

12TH FLOOR, HONG KONG CLUB BUILDING
3A CHATER ROAD, CENTRAL
HONG KONG
TELEPHONE (852) 2556-9933
FACSIMILE (852) 2556-9822

ALDER CASTLE
10 NOBLE STREET
LONDON EC2V 7JY, U.K.
TELEPHONE (44 20) 7367 1000
FACSIMILE (44 20) 7367 1030

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MARK H. ALCOIT
ALLAN J. ARFFA
ROBERT A. ATKINS
JOHN F. BAUGHMAN
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DANIEL J. BELLE
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BRAD S. KARP
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DAVID K. LAKHONIR
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LAWRENCE J. WYDORCHIC
JORDAN E. YARETT
KATE N. YOSHINO
TONG YU
TRACEY A. ZACCONE
T. ROBERT ZOGHIOWSKI, JR.

*NOT ADMITTED TO THE NEW YORK BAR

WRITER'S DIRECT DIAL NUMBER

212-373-3191

WRITER'S DIRECT FACSIMILE

212-492-0191

WRITER'S DIRECT E-MAIL ADDRESS

mflumenbaum@paulweiss.com

July 2, 2009

By Hand Delivery

Irving H. Picard, Esq.
Baker and Hostetler LLP
45 Rockefeller Plaza, 11th Floor
New York, NY 10111

Dear Mr. Picard:

Enclosed please find Customer Claims and Proofs of Claim for Mark and Andrew Madoff. The original versions of these forms were sent to the Claims Processing Center in Dallas, Texas this week. However, we have not received confirmation that such forms were received by the Claims Agent. Therefore, in an abundance of caution, we submit these copies to your office to ensure that we meet the July 2 SIPA deadline.

Please contact me if you have any questions.

Sincerely,



Martin Flumenbaum

Enclosures

WEISS, RIFKIND, WHARTON & GARRISON LLP
AVENUE OF THE AMERICAS • NEW YORK, NY 10019-6054

HAND DELIVERY

PS|Ship - Voucher

Page 1 of 2

To
Alix Partners LLP
c/o Baker & Hostetler LLP
45 Rockefeller Plaza
New York, NY 10111 US
212-373-3512

From
HANNAH S. SHOLL
(04796)
Paul Weiss LLP
1285 Avenue of the
Americas
New York, NY 10018 US

PWRWG0164486



Service
Roundtrip
Hand Delivery by 11:00 AM

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signature. SUPER RUSH

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Signature required

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2072
cwilson@paulweiss.com

Vendor

Tracking

Price

Packaging/Dimensions

Other

	Signature	Name	Date
Delivered to			
Delivered by			

NY-016
↑
NY-016



EXHIBIT C-2

Mark Madoff Creditor Claim No. 100428

PROOF OF CLAIM

Bernard L. Madoff Investment Securities LLC
Case No 08-01789-BRL
U.S. Bankruptcy Court for the Southern District of New York
Claim Number 100428

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE

BERNARD L. MADOFF
INVESTMENT SECURITIES LLC,

Debtor.

) Adv. Proc. No. 08-01789-BRL)
)
)
) Amount of Claim \$53,848,721.06
)
)
) Claimed As: [x] General Unsecured
) [x] Priority (see Paragraph 10)
) [] Secured (see Paragraph 9)
)
)

RECEIVED

JUL 06 2009

1. Name of Creditor
(Print or Type):

Mark Madoff

Mailing Address:

City State Zip Code:

2. The debtor was, at the time of the filing of the petition initiating this case, and still is indebted (or liable) to this claimant in the sum of \$53,848,721.06.

3. The consideration for this debt (or ground of liability) is as follows:

Services Rendered – See Attachment

4. (If the claim is founded on writing.) The writing on which this claim is founded (or a duplicate thereof) is attached hereto (or cannot be attached for the reason set forth in the following statement).

5. (If appropriate,) This claim is founded on an open account, which became (or will become) due on _____, as shown by the itemized statement attached hereto. Unless it is attached hereto or its absence is explained in an attached statement, no note or other negotiable instrument has been received for the account or any part of it.

PROOF OF CLAIM) CLAIM NUMBER
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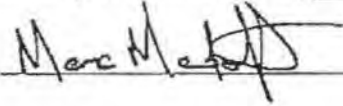
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Signature: 

Title (Corporate Officer, Partner, or Agent): Employee/director

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* * * * *

8. Claimant has filed this Proof of Claim under compulsion of the SIPA Bar Date Order and to protect Claimant from forfeiture of its claim against the Debtor by reason of the SIPA Bar Date. Claimant hereby expressly reserves the right to amend and/or supplement this Proof of Claim at any time and in any manner, including, without limitation to assert claims for interest, fees, penalties, charges, attorneys fees and expenses accrued before or after the Filing Date. Claimant further reserves the right to file additional proofs of claim or applications for allowance of administrative expenses or other priority status in this or any other proceeding arising from or related to the claims described herein, including for treatment as provided in section 503(b) of the Bankruptcy Code.

9. In executing and filing this Proof of Claim, Claimant does not waive any obligation owed to Claimant by BLMIS or any past, present or future breaches of agreements by BLMIS. Claimant further does not waive, and this Proof of Claim shall not be deemed or construed to waive, any claims or right to assert any claims, or preserve any remedies, Claimant has against BLMIS or its affiliates, whether arising from or related to transactions described herein or otherwise. Claimant believes such claims are substantial and reserves all of its rights and remedies in connection therewith. In particular, and without

limitation, Claimant reserves all of his rights with respect to all claims for fraudulent inducement against the Debtor concerning the Claimant's investment of \$5,000,000 in Madoff Securities International Ltd.

10. The filing of this Proof of Claim is not and shall not be deemed or construed as: (a) a waiver or release of Claimant's rights against any person, entity, or property; (b) a consent by Claimant to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving Claimant; (c) a waiver or release of Claimant's right to trial by jury in this Court or any other court in any proceeding as to any and all matters so triable herein, whether or not the same be designated legal or private rights or in any case, controversy, or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (d) a consent by Claimant to a jury trial in this Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy, or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (e) a waiver or release of Claimant's right to have any and all final orders in any and all non-core matters or proceedings entered only after *de novo* review by a United States District Court Judge; (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or other proceeding which may be commenced in this case against or otherwise involving Claimant; or (g) an election of remedies.

11. All notices regarding this Proof of Claim should be sent to: Mark Madoff, [REDACTED], with copies to Paul, Weiss,

Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York

10019-6064, Telephone: (212) 373-3000, Attention: Martin Flumenbaum.

THE FOREGOING CLAIM IS TRUE AND ACCURATE TO THE BEST OF MY
INFORMATION AND BELIEF.


Mark Madoff

Exhibit A

09-01503-brl Doc 113-14 Filed 05/04/12 Entered 05/04/12 19:41:05 Exhibit N
Pg 50 of 53

PAGE 49

Exhibit B

09-01503-brl Doc 113-14 Filed 05/04/12 Entered 05/04/12 19:41:05 Exhibit N
Pg 52 of 53

Employee's social security number (SSN)		OMB No.	COPY B To Be Filed with Employee's FEDERAL Tax Return. Mark the box if none apply.		1 Wages, tips, other compensation	2 Federal income tax withheld
Employee's name, address, and ZIP code Bernard L. Madoff Investment Securities LLC 805 Third Avenue New York, NY 10022			4 Control number	5 Medicare wages and tips	3 Social security wages	4 Social security tax withheld
Employee's name, address, and ZIP code Mark Madoff			7 Social security type	8 Allocation type	10 Dependent care benefits	11 Advance EIC payment
			10 Dependent care benefits	12a See instructions for box 12	14 Other Health/Den	15 Med Spend
			11 Miscellaneous plans	12b	15a	15b
			13 Statutory employee <input type="checkbox"/> Nonstatutory <input checked="" type="checkbox"/> Third-party sick pay <input type="checkbox"/>	12c	15c	15d
			This information is being furnished to the Internal Revenue Service.			
16 State NY	17 State wages, tips, etc. 992650.00	18 State income tax 72062.21	19 Local wages, tips, etc. 992650.00	20 Local income tax 39228.00	21 Local name NYC	

Form W-2 Wage and Tax Statement 2008 Department of the Treasury—Internal Revenue Service Safe, accurate, FAST! Use

Employee's social security number (SSN)		OMB No.	COPY 2 To Be Filed with Employee's State, City or Local Income Tax Return.		1 Wages, tips, other compensation	2 Federal income tax withheld
Employee's name, address, and ZIP code Bernard L. Madoff Investment Securities LLC 805 Third Avenue New York, NY 10022			4 Control number	5 Medicare wages and tips	3 Social security wages	4 Social security tax withheld
Employee's name, address, and ZIP code Mark Madoff			7 Social security type	8 Allocation type	10 Dependent care benefits	11 Advance EIC payment
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